IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,	)	
	)	
Plaintiff,	)	
	)	
-against-	)	Case No.: 05-298(JJF)
	)	
CRAIG R. BARRETT, CHARLENE	)	
BARSHEFSKY, E. JOHN P. BROWNE, D.	)	
JAMES GUZY, REED E. HUNDT,	)	
PAUL S. OTELLINI, DAVID S.	)	
POTTRUCK, JANE E. SHAW, JOHN L.	)	
THORNTON, DAVID B. YOFFIE,	)	
ANDREW S. GROVE, and	)	
INTEL CORPORATION,	)	
	)	
Defendants.	)	

**AFFIDAVIT IN SUPPORT OF PLAINTIFF'S
MOTION FOR SUMMARY JUDGMENT**

STATE OF NEW YORK	)
	: ss.
COUNTY OF NEW YORK	)

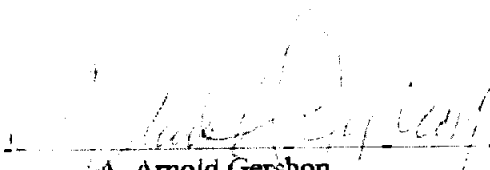A. ARNOLD GERSHON, being duly sworn, deposes and says as follows:

1.   I am a member of the bar of the State of New York and an inactive member of the bar of the State of Georgia. I am the sole stockholder, director, officer and attorney of the firm A. Arnold Gershon, P.C., a New York professional corporation. I and my said professional corporation are of counsel to Ballon Stoll Bader & Nadler, P.C., a New York professional corporation, and we three are of counsel to the plaintiff in this action.

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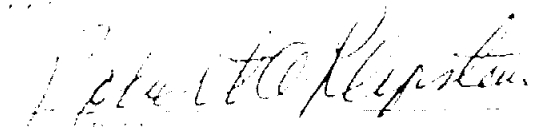2.   I make this affidavit in support of the plaintiff 's motion for summary judgment.

3.   Attached hereto as Exhibit 1 is the Datascope Corp. Proxy Statement and Notice of the Annual Meeting of Shareholders, to be held December 12, 2000, as it appeared in the Joint Appendix in the appeal in *Shaev v. Saper*, 320 F.3d 373 (3rd Cir. 2003). I refer to page 13 (A.53) of Exhibit 1, the last paragraph, the fourth sentence thereof. The Datascope Corp. proxy statement was the subject of the court's decision in *Shaev v. Saper*, supra.

4.   With respect to Exhibit 2 of the Seinfeld Affidavit, I call attention to pages 12-13, concerning stock ownership by management, pages 16-18 from the Report of the Compensation Committee on Executive Compensation, and pages 38-41, concerning Proposal 4: Approval of Amendment and Extension of the Executive Officer Incentive Plan.

5.   With respect to Seinfeld, Exhibit 3, I call attention to page 83, containing Item 11 (Executive Compensation).

A. Arnold Gershon

Sworn to before me this
_____ day of June 2005

Notary Public

NOTARY ... State of New York
... 30...
Qua... New York County
Commission Expires Oct 31 200_

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